

FILED/EFFECTIVE

ARTICLES OF INCORPORATION
AMENDED and RESTATED

of

SENIOR PROGRAMS OF BOISE CITY/ADA COUNTY, INC.

AUG 27 1 47 PM '01

SECRETARY OF STATE

IDaho SECRETARY OF STATE
08/28/2001 05:00
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Article I

The name of this corporation shall be SENIOR SOLUTIONS, INC.

Article II

The purposes for which this corporation is formed are as follows:

(A) The primary purposes of this corporation are to deliver services to Ada County senior citizens and their families, helping seniors remain in their own homes in safety and good health for as long as possible; provide opportunities for social interaction, nutrition and services at accessible locations; and provide well-trained staff and volunteers to assist seniors and their families in Ada County.

(B) The general purposes of this corporation shall be to have and to exercise all rights and powers conferred on non-profit corporations under the laws of the State of Idaho, and including but not limited to the power to contract, buy, sell, lease, convey, mortgage, or otherwise receive or dispose of real or personal property, PROVIDED HOWEVER, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation.

Article III

This corporation is organized in accordance with the laws of the State of Idaho pertaining to non-profit corporations.

Article IV

This corporation shall be non stock and no dividends or pecuniary profits shall be declared or paid to the members thereof.

Article V

The principal office of this corporation for conducting its business is and shall be located in Ada County, State of Idaho.

Article VI

The duration of the corporation shall be unlimited and perpetual.

Article VII

The affairs of this corporation shall be governed by a Board of Directors consisting of not less than five members and not more than twenty (20) members. These shall be elected by the members of this corporation and they shall be members. The general officers of the corporation shall be a president, vice-president, secretary, and treasurer, and the offices of secretary and treasurer may be combined. The president and vice-president shall be members of the Board of Directors.

Article VIII

Any person may become a member of this corporation. The bylaws shall determine the requirements of membership. No member may acquire a greater interest in this corporation than any other member.

Article IX

The principal duties of the president shall be to preside at all meetings of the members and the Board of Directors and to have a general supervision of the affairs of the corporation.

The principal duties of the vice-president shall be to discharge the duties of the president in the event of absence or disability for any cause whatever, of the latter.

The principal duties of the secretary shall be to countersign all deeds, leases and conveyances executed by the corporation, affix the seal of the corporation thereto, and to sign such other papers as shall be required or directed to be sealed, and to keep a record of the proceedings of the Board of Directors, and to safely and systematically keep all books, papers, records, and documents belonging to the corporation, or in any wise pertaining to the business thereof, except the books and records incidental to the duties of the treasurer.

The principal duties of the treasurer shall be to keep and account for all monies, credits, and property, of any kind and nature, of the corporation, which shall come into his or her hands, and to keep an accurate account of all monies received and disbursed, and proper vouchers for monies disbursed, and to render such accounts, statements, and inventories of monies received and disbursed, and of money and property on hand, and generally of all matters pertaining to his or her office as shall be required by the Board of Directors.

The Board of Directors may provide for the appointment of such additional officers as they may deem for the best interests of the corporation.

Article X

The property of this corporation is irrevocably dedicated to charitable or religious purposes, and upon liquidation, dissolution, or abandonment of the owner, after providing for

debts and obligations thereof, the remaining assets will not inure to the benefit of any private person, but will be distributed to a non-profit fund, foundation or corporation which is organized and operated exclusively for charitable or religious purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

Article XI

These Articles of Incorporation may be amended after approval by the Board of Directors by a two-thirds majority of the voting members of the corporation who are present at a special meeting called for this purpose or at a regular meeting upon notice to each member of at least ten days prior to such regular meeting or special meeting of the intention to consider such amendment.

Article XII

The Board of Directors of this Corporation shall be elected by a majority vote of the members at any meeting called for the purpose of electing one or more members of such Board of Directors.

Article XIII

This Corporation is organized under Chapter 10, Idaho Code, entitled Nonprofit Cooperative Associations, currently Title 30, Chapter 3, Idaho Nonprofit Corporation Act.

Article XIV

The names and address of the persons forming this corporation are:

Ralph Roberts, 1130 Allumbaugh #143, Boise ID 83704
Merle Burgener, 851 West Ivywild Lane, Boise ID 83706
John Dominick, 4052 North Bayou Lane, Garden City ID 83703
Angela Spain, 707 North Armstrong Place, Boise ID 83704
Jana Kemp, 4890 Lakeview Place, Garden City ID 83703
Byron Defenbach, 2901 Gem, Boise ID 83705
Cecelia Hockett, 318 East 37th Street, Garden City ID 83714
Elaine Allen, 9750 Horseshoe Bend Road, Boise ID 83703
Mary Lou Long, 5360 South Linder Road, Meridian ID 83642
Lura Knudsen, P.O. Box 234, Star ID 83669
Gerry Mulder, 1786 East Bishop Way, Eagle ID 83616
Ernest Pyle, 1500 Wilcomb, Boise ID 83705

RESOLUTION:

WHEREAS, a Board of Directors meeting of Senior Solutions, Inc. was duly and regularly held on the date set forth; and

WHEREAS, it is advantageous to Senior Solutions to amend and restate the ARTICLES OF INCORPORATION of the above said Corporation; and

WHEREAS, the Board of Directors of Senior Solutions has considered the articles as proposed and incorporated into the AMENDED AND RESTATED ARTICLES OF INCORPORATION; and

WHEREAS, a two-thirds (2/3) majority of board members present has voted in favor of the amended and restated Articles of Incorporation as set forth above;

NOW, THEREFORE, BE IT RESOLVED:

That the AMENDED AND RESTATED ARTICLES OF INCORPORATION of the above said Corporation are adopted.

DATED this 23rd day of August 2001.


Ralph Roberts
Secretary

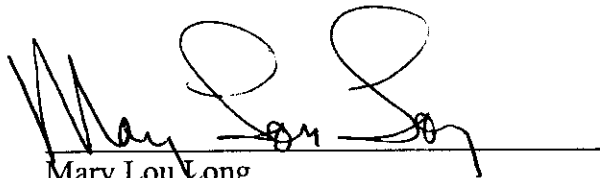
SENIOR PROGRAMS OF BOISE CITY/ADA COUNTY, INC.

ARTICLES OF AMENDMENT

The original Articles of Incorporation are hereby amended and replaced by articles herewith. A business meeting for this purpose was held August 23, 2001 where a quorum was present. After being passed by at least a two-thirds majority of the members who were present at this meeting, the amendments were approved by the Board of Directors.

Dated this 23rd day of August 2001.

By:

A handwritten signature in black ink, appearing to read "Mary Lou Long", written over a horizontal line.

Mary Lou Long
President of the Board of Directors

Attest:

A handwritten signature in black ink, appearing to read "Ralph Roberts", written over a horizontal line.

Ralph Roberts
Secretary